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March 4, 2019

VIA E-MAIL: RICHARD@DIT.NETWORK

Richard Naimer
DIT Network Ltd.
23 Austin Friars
London EC2N 2QP, UK

Mr. Naimer:

As you know, DLA Piper LLP represents Marcus Andrade and his wholly-owned companies, NAC Foundation, LLC ("NAC") and Black Gold Coin, Inc. ("BGC"). I am writing in response to your e-mail dated February 14, 2019, 12:17 a.m. CST to Christopher Donovan, an associate at our firm.

You suggest in your e-mail that you might put DIT Network, Ltd. ("DIT") into receivership or some other insolvency proceeding in the United Kingdom. Your e-mail raises a number of issues.

First, your failure to provide the equipment and electronic information that Mr. Donovan requested from you on February 13, 2019 is concerning, as is your failure to return the external hard drive notwithstanding repeated requests.

Second, as you have acknowledged in correspondence with DLA Piper, NAC is a substantial creditor (and perhaps the only substantial creditor) of DIT. If you put DIT into receivership or any other insolvency proceeding, please keep us apprised of those developments.

Third, DIT has no ownership interest in the source code that DIT has in its possession. It similarly has no right to sell or utilize that code. That source code is derivative of prior work performed at Mr. Andrade's direction, and the continued development of that software was funded by NAC. Moreover, as you have readily acknowledged in your communications with Mr. Andrade, neither DIT nor any other third party can use or commercialize the source code without a valid license to use BGC's patented software. Please know that any attempt by you or DIT to sell or otherwise disseminate the source code, as well as any third party's use of that source code, is subject to legal challenge.

Furthermore, neither DIT nor any third party has a right to use the CrossVerify mark, which belongs to Mr. Andrade.

Lastly, we note that in several of your communications with Mr. Andrade over the last several weeks, you intimate at impropriety on his part. Mr. Andrade denies any such allegation.

Going forward, please direct all future correspondence to Mr. Andrade through his counsel at DLA Piper.



Richard Naimer
March 4, 2019
Page Two

Best regards,

A handwritten signature in blue ink that reads 'Christina P. Mascio'.

Christina E. Ponig

cc: Nigel Quantick (nigel@quantick.net)
Mikail Conybeare (mikailconybeare@gmail.com)
Simon Clark (simon@clarks-accountancy.co.uk)



Marcus Andrade <ceo@amlbitcoin.com>

Fwd: Report on Carl Weir and Ben Dunn

1 message

Fintech Fund <fintechfund@crossverify.global>
To: David Cohen <davidcohenfamily@hotmail.com>
Cc: Marcus Andrade <ceo@amlbitcoin.com>

Fri, Sep 28, 2018 at 6:42 PM

CONFIDENTIAL

----- Forwarded message -----

From: <ralph.horne@crossverify.global>
Date: Wed, Feb 28, 2018 at 9:19 AM
Subject: Report on Carl Weir and Ben Dunn
To: "Randy L. Wooten" <Rlwooten@rlwootenlaw.com>
Cc: Marcus Andrade <fintechfund@crossverify.global>

Hi Randy,

Please find enclosed my note re Carl Weir and Ben Dunn. Apologies for taking a little time with this, there were many emails I had to trawl through to remember all of the facts and to be honest I did not realise the importance/urgency until I met with Marcus in London recently.

If there is any more information/clarification I can provide, please do not hesitate to contact me.

Kind regards

Ralph

Ralph Horne

Chief Executive Officer

CrossVerify Ltd

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Marcus Andrade**CrossVerify Ltd**Email: fintechfund@crossverify.globalHomePage: <http://crossverify.global>

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25 Old Broad Street

London EC2N 1HQ

**CrossVerify**
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9 attachments**Appendix 1.txt**
8K**Appendix 2.txt**
27K**Appendix 3.txt**
4K**Appendix 4.txt**
14K**Appendix 5.txt**
15K**Statement by Ralph Horne re discussions of Carl Weir with Benn Dunn.pdf**
141K**Statement by Ralph Horne re discussions of Carl Weir with Benn Dunn.pdf**
141K**Statement by Ralph Horne re discussions of Carl Weir with Benn Dunn.pdf**
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Statement by Ralph Horne re discussions by Carl Weir and Benn Dunn

Preface

From my understanding, Carl (CW) first started talking with Ben Dunn (BD) around the end of January 2017, immediately prior to my joining CrossVerify (CV) on 30th January 2017. I first met BD on 2nd January 2017 with CW, who had indicated to me that BD could be a potential investor into CV. Obviously around this time, CW had realised that his promise to bring in pre IPO funding was in serious danger of not being fulfilled. As such CW was very enthusiastic about the opportunity with BD, and he also saw this as an opportunity to dilute the shareholding of Marcus Andrade (MA). Separately CW had started to indicate to me that his relationship with MA was strained, thus diluting MA's shareholding was favourable to CW.

From my first meeting with BD I formed the impression that he was a total 'Walter Mitty' character. For the first hour he spoke about how good he was, how he had been the top spy for the UK security services, how he had arranged a \$1bn loan to bail out the South African government, how he had helped USA in many covert operations and had been awarded the Congressional Medal of Honour, and how he was one of the top 3 investment bankers in the world. Having formed this view, I must be honest, I found it extremely difficult to believe or even pay much attention to whatever came out of his mouth. I tried to search for any information on BD on the internet and did not find one single reference to him, this only reinforced my opinion of him. After Andy Francombe (AF) met with BD, we exchanged our views and were both of the same opinion that BD appeared to be some sort of fraud. Throughout all of this however, CW appeared to be totally taken in by BD; it became apparent to me over time that this was a personality trait of CW, in that through over zealotness or lack of understanding/insight, he always assumed the optimistic view of a person or situation.

I am not sure how CW came to be introduced to BD, but I do know that BD was also in discussions to take an equity stake in Northcott Global Solutions (NGS), the CEO of which is Ted Jones (TJ). NGS provides emergency evacuation services to people stranded in uncertain/dangerous situations such as where there has been an earthquake, terrorist event etc. I have met TJ on a number of occasions, primarily as I thought TJ could become a customer of CV, as using the CV software they would be able to validate the identity of the people they are trying to evacuate. It became quickly evident in my discussions with TJ that he had formed the same view of BD, that he thought BD was a total time waster and had discontinued any discussions with him. I know there has been some concern as to there being 'collusion' between BD and TJ, but from my interaction with both I believe this was not the case, rather the opposite.

There is absolutely nothing on BD's LinkedIn page <https://www.linkedin.com/in/benjamin-dunn-670a8038/>

Business Associates of Ben Dunn

I take the time to detail BD's business associates as they were present in some of the meetings and it may be relevant to your requirements:

CapStratSol – This is what we were told is the trading company for BD and his associates. BD's email address is capstratsol@gmail.com. I could not find any web page for this company.

Richard Rimmer (RM) – We were told that RR was BD’s finance man, who had advised on all investments and transactions. He certainly looked like an accountant and said very little at any of the meetings. His LinkedIn profile has him as a Financial Advisor at Insight Financial Associates <https://www.linkedin.com/in/richard-rimmer-42914311b/>

Fenton Ferguson (FF) – We were told that BD and FF were old friends and business associates who had done a number of insurance underwriting deals together (around debt restructuring), giving the impression these deals were in the range of hundreds of millions \$. LinkedIn profile <https://www.linkedin.com/in/fenton-ferguson-22a5a1/>. FF had indicated he was arranging all of the insurances for a new mobile operator called ROK Mobile, and he wanted to introduce CV to ROK as there was a possibility they could become a significant customer.

Paul Staples (PS) - PS has an investment banking background having previously worked with JP Morgan. He only joined CapStratSol in the last few weeks of discussions with BD and in my opinion appeared to be the only ‘genuine’ member of the team. <https://www.linkedin.com/in/pauljestaples/>

History

Mid to end of January 2017 – CW meets with BD. In this meeting BD indicates he would like to invest into CV after only one meeting with CW. CW informed me that BD said he would pay \$25m for a 50% stake in CV without seeing the product or any financial information. BD informed CW that he was already negotiating to buy 50% of NGS for \$50m and there would be business synergies/opportunities between CV and NGS, so he would put CW in touch with TJ.

1/Feb/17 – BD emails CW and refers to business synergies between CV and NGS, this is attached as Appendix 1.

2/Feb/17 – Meet CW, BD, RJH – My first (short) meet with BD at which he spends most of the time telling us how good he is and that he is interested in investing into CV.

8/Feb/17 – BD sends CW an email with first offer to invest into CV. This is attached as Appendix 2.

23/Feb/17 – Meet RJH/BD. With Carl in Dubai he asked me to meet with BD. BD had now formed the view that he wanted to buy both NGS and CV and merge the 2 companies together. I told him I saw no synergy between the 2 companies and thought this not a good idea at all. Regardless, any offer would need to be presented to CV board. He basically was off in his own Walter Mitty world which I did not believe in, thought a waste of time, and to be honest just let him talk and talk; he followed it up with email attached Appendix 3.

1/Mar/17 – Email received from BD (attached as Appendix 4) setting out terms on which he wanted to acquire both CV and NGS. This email has the wording about withholding the information from MA for the time being.

1/Mar/17 – email from CW to RJH and AF saying that “Marcus had demanded a copy of the proposal from NGS.” Copy attached as Appendix 5.

Note: I did not reply to Carl on the proposal as, apart from working in Dubai at the time, I felt there was no merit or substance behind it.

3/Mar/17 - Randy Wooten (RW) emailed me to ask my views on the BD proposal. I was in Dubai at the time and we eventually connected on a call on 7th March. I told Randy that in my view BD was this Walter Mitty character and there was no substance or money behind the deal.

I was not aware of any subsequent feedback from anyone at CV to BD on the proposed deal.

16/May/17 – I am not absolutely certain of the date, but it was within a day or two of 16th May, a meeting was held with those present (from memory) BD, PS, RR, FF, CW, RJH. As there had been no positive feedback from CV on the proposed deal, then BD was proposing another way forward. A Newco would be established which would be owned 50% by BD and FF, and 50% by CW and 'his team.' CW and team (including RJH/AF) would contribute the intellectual property that they had learned in the CV business, BD and team would finance the build of a new CV equivalent product and ensure the first contract would be with ROK Mobile (referred to above). Newco would then attack the market that CV had previously been attacking.

After the meeting I informed CW that I would have no part of such a venture. My reasons were apart from the fact that I had a contract of employment with CV which I intended to honour and that contract precluded me from moving to a competitor, but also morally and from a reputational perspective it was the wrong thing to do to the board, shareholders and Marcus in particular.

CW was particularly frustrated with CV at the time as he was not being paid his salary, however I also advised him against going off and doing business with BD and his associates. I do not know if he subsequently followed up the opportunity with BD. I did not hear anything in the market; I was informed by MA that CW had formed a company with BD, but I have not come across them competitively.

I do not know if AF discussed the proposal with CW, but I was aware that AF had similar concerns to myself and so I presume he likewise rejected the offer.

I do not know if CW went back to BD and specifically rejected/accepted the offer, as I made it clear to CW that I really did not wish to discuss it again. CW subsequently did not raise the issue with me again.

I did meet with PS again a couple of times (the last time being 8th June) to see if we could still win the ROK mobile business, however it was clear this was not going to happen. I have not had any sort of communication with BD or any of his team since this date.

R J Horne

28 February 2018